

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * CHS Private Equity V LP		2. Issuer Name and Ticker or Trading Symbol Thermon Group Holdings, Inc. [THR]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below)                      Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/26/2012		
10 SOUTH WACKER DRIVE, SUITE 3175					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		
CHICAGO, IL 60606			6. Individual or Joint/Group Filing(Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)		
(Zip)					

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price				
Common Stock	09/26/2012		S		7,002,682 <u>(1)</u> <u>(2)</u>		D	\$ 20.9 <u>(3)</u>	2,476,877	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHS Private Equity V LP 10 SOUTH WACKER DRIVE, SUITE 3175 CHICAGO, IL 60606		X		
CHS Management V LP 10 SOUTH WACKER DRIVE, SUITE 3175 CHICAGO, IL 60606		X		
CHS Capital LLC 10 SOUTH WACKER DRIVE, SUITE 3175 CHICAGO, IL 60606		X		

## Signatures

Marcus George for CHS PRIVATE EQUITY V LP	09/28/2012
<small>**Signature of Reporting Person</small>	Date
Marcus George for CHS MANAGEMENT V LP	09/28/2012
<small>**Signature of Reporting Person</small>	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

CHS Private Equity V LP sold 7,002,682 shares of common stock of the Issuer. The shares of Issuer common stock owned by CHS Private Equity V LP may be deemed to be beneficially owned by CHS Management V LP, which is the sole general partner of CHS Private Equity V LP, and CHS Capital LLC, which is the sole general partner of CHS Management V LP. The Investment Committee of CHS Capital LLC exercises sole voting and dispositive powers with respect to the shares of common stock of the Issuer held by CHS Private Equity V LP.

(1) The members of the Investment Committee are Brian P. Simmons, Daniel J. Hennessy, Thomas J. Formolo, David O. Hawkins and Richard A. Lobo, whom we collectively refer to as the Investment Committee Members. Each of the Investment Committee Members, CHS Management V LP and CHS Capital LLC disclaims beneficial ownership of the shares of common stock of the Issuer by CHS Private Equity V LP, except to the extent of a pecuniary interest therein. The address of each of the Investment Committee Members and each of CHS Management V LP and CHS Capital LLC is c/o CHS Capital LLC, 10 South Wacker Drive, Suite 3175, Chicago, Illinois 60606.

(3) Price per share less underwriting discounts and commissions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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